



Governance and Nominations Committee Terms of Reference

- Committee Name:** Governance and Nominations Committee
- Composition:** The Committee will consist of three - five individuals appointed by the voting Members by way of Ordinary Resolution. If any Committee member is interested in being nominated as a Director, he or she shall resign from the Committee.
- Chairperson:** The Chair will be appointed by the voting Members
- Responsible To:** The Taekwondo Canada voting Members
- Purpose:** The Committee's overall responsibility is to:
- Nominations** - Seek, identify and recruit, on a continuing basis, qualified and skilled individuals capable of, and committee to, providing effective governance leadership to Taekwondo Canada as a Director. The Nominations will make a recommendation at each election to the voting Members as to their preferred slate of candidates.
- Governance** - Assist the Board of Taekwondo Canada in fulfilling its oversight responsibilities related to governance and governing documents.
- Authority:** The Committee is an active advisory Committee to the Board and the voting Members.
- Term:** Members of the Committee will serve term from appointment to the next Taekwondo Canada Annual Meeting to which elections are undertaken. Members of the Committee may be re-appointed.
- Meetings:** The Committee will meet by telephone, electronic-communications or in person, as required, with meetings held at the call of the Chair or two Committee Members.
- Quorum:** A majority of Committee Members (50% plus 1)
- Voting:** Each Committee Member will be entitled to one (1) vote. At all meetings of the Committee, every motion will be determined by an Ordinary Resolution (50% + 1) of the votes cast. In the event of a tie vote, the motion is defeated.



- Reporting:** The Committee will report to the Board of Directors at each meeting of the Board of Directors on all its proceedings since the last meeting of the Board of Directors via the Chair or via the minutes of all meetings which will be kept, recorded and sent to the Taekwondo Canada Secretary within 30 days of each meeting of the Committee.
- Expenditures:** The Committee will receive resources from Taekwondo Canada to fulfill its mandate as determined by the Taekwondo Canada Board of Directors. The Committee may, from time to time, request and receive administrative support from the Taekwondo Canada office staff.
- Removal:** The Members may remove any Committee Member by way of Ordinary Resolution. When a position on the Committee is vacant, the Board will appoint a qualified candidate to fill the position until the next Members Meeting at which point the Members will fill the vacancy for the remainder of the term.
- Responsibilities:** The Committee will perform the following key duties:
- Nominations:**
- a) Seek, identify and recruit qualified individuals to stand for election as Directors – in addition to seeking candidates through the usual networking channels within the sport community, the Committee will also issue an open call for nominations through promotional efforts including, but not limited to, press releases, the Taekwondo Canada website, and other online services where suitable;
 - b) Ensure that candidates for election meet the qualifications to serve as a Director, and have fulfilled any additional requirements, including those set out in the Nominations Policy;
 - c) Communicate directly with each candidate to discuss the roles, responsibilities and expectations of a Director;
 - d) Promote diversity of the Board in relation to gender, age, language, ethnicity, professional backgrounds, and personal experiences;
 - e) Have regard to the specific and desired competencies required on the Board, as a whole, in soliciting nominations;
 - f) Oversee all aspects of the election procedures leading up to the Annual Meeting, including identifying and enforcing specific timelines and any other administrative requirements;
 - g) Where appropriate, identify individuals for future nomination as Directors and maintain this information for use by future Nominations Committees;
 - h) Carry out these duties in a manner that encourages a long-term view of Taekwondo Canada's Board succession planning;
 - i) Such additional duties as may be delegated to the Committee by the Board from time to time.



Governance:

- a) Advise the Board and members on the adequacy and effectiveness of Taekwondo Canada's key governing documents;
- b) Recommend to the Board and members, as required, amendments to the Articles of Incorporation/Continuance and Bylaws;
- c) On an ongoing basis provide expertise to enhance the quality of Board discussion on policy and governance matters and facilitate effective Board decision-making in these areas;
- d) Such additional duties as may be delegated to the Committee by the Members from time to time;
- e) Develop tool for new Directors on-boarding.

Approval Date:

Terms of Reference approved by the Taekwondo Canada voting Members on Sunday March 25, 2019.